

UNITED STATES DISTRICT COURT FOR THE
DISTRICT OF MASSACHUSETTS

CIVIL ACTION NO. 08-31

-----X
BEAR, STEARNS & CO. INC.,

Plaintiff,

-against-

DOUGLAS A. SHARON,

Defendant.
-----X

08 CA 10505 NMG

**PLAINTIFFS' MOTION FOR TEMPORARY
RESTRAINING ORDER AND PRELIMINARY INJUNCTION**

Plaintiff Bear, Stearns & Co. Inc. ("Bear Stearns") hereby requests that this Court grant Bear Stearns relief set out below against defendant Douglas A. Sharon ("Defendant"), to maintain the status quo between the parties in connection with an arbitration being commenced against Defendant contemporaneously with this action. In support of this Motion and incorporated by reference therein, Bear Stearns submits the Affidavit of Ricardo S. Penafiel, sworn to on March 25, 2008 and a Memorandum in Support of Plaintiff's Motion for a Temporary Restraining Order and Preliminary Injunction.

The requested relief is as follows:

- A. Grant Bear Stearns a temporary restraining order and preliminary injunction requiring Defendant to comply with the terms and obligations of his agreements with Bear Stearns, including without limitation, the Memorandum dated January 5, 2006 and signed by Defendant on December 12, 2005 (which prohibits Defendant from joining any other employer, including Morgan Stanley & Co. Incorporated ("Morgan Stanley"), for a 90-day period from March 17, 2008 (the "Notice Period");
- B. Grant Bear Stearns a temporary restraining order and preliminary injunction restraining and enjoining Defendant, and any persons acting on behalf of or in concert with him, from using Bear Stearns' confidential information to solicit, contact or communicate with any

client whom Defendant served while he was employed at Bear Stearns for the purpose of inviting, encouraging, persuading or requesting any such client to do business with Defendant at Morgan Stanley or seeking to have any such client discontinue or diminish any business relationship with Bear Stearns;

- C. Grant Bear Stearns a temporary restraining order and preliminary injunction restraining and enjoining Defendant, and any persons acting on behalf of or in concert with him, from soliciting or inducing for hire or hiring any employee of Bear Stearns to leave the employ of Bear Stearns and to join Morgan Stanley, or taking any action to assist Morgan Stanley from soliciting, inducing or hiring any employee of Bear Stearns to leave Bear Stearns;
- D. Grant Bear Stearns a temporary restraining order and preliminary injunction restraining and enjoining Defendant, and any persons acting on behalf of or in concert with him, from directly or indirectly using, disclosing or transmitting for any purpose Bear Stearns' books, records, documents and/or information pertaining to Bear Stearns clients;
- E. Grant Bear Stearns a temporary restraining order and preliminary injunction requiring Defendant, and any persons acting on behalf of or in concert with him, to return to Bear Stearns (through its attorneys herein) within 24 hours from the entry of such an Order, Bear Stearns' documents, material and/or information in whatever form (whether original, copied, computerized, electronic or handwritten), pertaining to Bear Stearns, its clients and its employees, and purge from the possession, custody and control of Defendant and any person or entity to whom Defendant has given control or access of such documents, material and/or information; provided, however, that any information so purged shall be first printed and returned to Bear Stearns;
- F. Grant Bear Stearns a temporary restraining order and preliminary injunction requiring Bear Stearns, as long as Bear Stearns' proposed Order is in effect and Defendant is enjoined from joining another competitor during from the 90-day Notice Period, to continue to pay to Defendant his base salary under the terms of the Memorandum;
- G. Grant the parties leave to conduct expedited discovery in aid of this motion; and
- H. All other relief that this Court deems just.

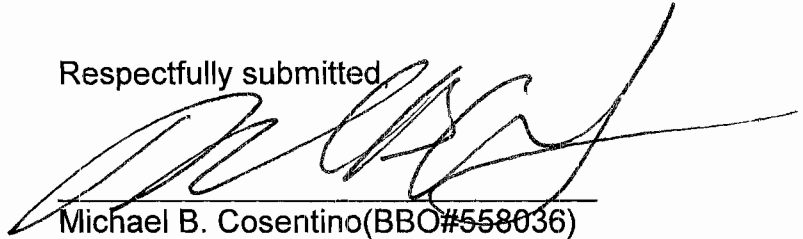
WHEREFORE, Bear Stearns requests the entry of an Order in accordance with the foregoing as is set forth in the attached proposed Order.

REQUEST FOR ORAL ARGUMENT

Plaintiff requests that the Court schedule an emergency hearing.

Dated: March 26, 2008

Respectfully submitted



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